

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

| OMB APPROVAL | |
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FORM SB-1

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
(Amendment No. ____)**

(Name of small business issuer in its charter)

| | | |
|--|--|---|
| _____ (State or jurisdiction of incorporation or organization) | _____ (Primary Standard Industrial Classification Code Number) | _____ (I.R.S. Employer Identification No.) |
|--|--|---|

(Address and telephone number of principal executive offices)

(Address of principal place of business or intended principal place of business)

(Name, address, and telephone number of agent for service)

Approximate date of proposed sale to the public _____

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. _____

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Dollar Amount to be registered | Proposed maximum offering price per unit | Proposed maximum aggregate offering price | Amount of registration fee |
|--|--------------------------------|--|---|----------------------------|
| | | | | |

Note: If the filing fee is calculated pursuant to Rule 457(o) under the Securities Act, only the title of the class of securities to be registered, the proposed maximum aggregate offering price for that class of securities and the amount of registration fee need to appear in the Calculation of Registration Fee table. Any difference between the dollar amount of securities

registered for such offerings and the dollar amount of securities sold may be carried forward on a future registration statement pursuant to Rule 429 under the Securities Act.

The following delaying amendment is optional, but see Rule 473 before omitting it: The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Disclosure alternative used (check one): Alternative 1 ___; Alternative 2 ___

GENERAL INSTRUCTIONS

A. Use of Form and Place of Filing.

1. (a) A “small business issuer,” defined in Rule 405 of the Securities Act of 1933 (the “Securities Act”) may use this form to register up to \$10,000,000 of securities to be sold for cash, if they have not registered more than \$10,000,000 in securities offerings in any continuous 12-month period, including the transaction being registered. In calculating the \$10,000,000 ceiling, issuers should include all offerings which were registered under the Securities Act, other than any amounts registered on Form S-8.
 - (b) A small business issuer may use this form until it (1) registers more than \$10 million under the Securities Act in any continuous 12-month period (other than securities registered on Form S-8), (2) elects to file on a non-transitional disclosure document (other than the proxy statement disclosure in Schedule 14A), or (3) no longer meets the definition of small business issuer. Non-transitional disclosure documents include: (1) Securities Act registration statement forms other than Forms SB-1, S-3 (if the issuer incorporates by reference transitional Exchange Act reports), S-8 and S-4 (if the issuer relies upon the transitional disclosure format in that form); (2) Exchange Act periodic reporting Forms 10-K and 10-Q; (3) Exchange Act registration statement Form 10; and (4) reports or registration statements on Forms 10-KSB, 10-QSB or 10-SB which do not use the transitional disclosure document format. A reporting company may not return to the transitional disclosure forms.
2. The small business issuer shall file the registration statement in the Washington, D.C. office.
 3. If the small business issuer is a reporting company or a holding company of a bank (see the definition of “bank” in section 12(i) of the Securities Exchange Act of 1934), it should file the registration statement in the Commission’s Washington, D.C. headquarters.

B. General Requirements

1. In preparing a registration statement on this Form, reference should be made to the General Rules and Regulations under the Securities Act, particularly Regulation C which sets forth requirements for the preparation and filing of a registration statement such as paper type and size.
2. Issuers registering securities for the first time should be aware of Form SR and Rule 463 under the Securities Act concerning sales of registered securities and the use of proceeds. First-time issuers also should be aware of Exchange Act Rule 15c2-8 (§240.15c2-8), which requires broker-dealers to deliver a prospectus 48 hours before a sale of securities can be confirmed.
3. Issuers engaged in real estate, banking, insurance, oil and gas or mining activities should consult the Industry Guides in Item 801 of Regulation S-K (17 CFR 229.801). Real estate companies also should refer to Item 13 [Investment Policies of Registrant], Item 14 [Description of Real Estate], and Item 15 [Operating Data] of Form S-11 (17 CFR 239.18).

C. Preparation and Filing of the Registration Statement.

Part I of this form, which relates to the content of certain information about the issuer, provides alternative disclosure formats. The registrant may elect either of these alternative formats.

D. Financial Statement Requirements.

Regardless of the disclosure model used, all registrants shall furnish the financial statements required by Part F/S of this Form SB-1.

E. Composition of Prospectus

The information required by Part I and Part F/S of this registration statement shall comprise the prospectus.

F. Cover Page of Registration Statement

Issuers electing Alternative 1 should furnish the information required by Item 501 of Regulation S-B in lieu of the information required by Alternative 1 with respect to the cover page of the registration statement. Issuers electing Alternative 2 should furnish the information required by Item 501 of Regulation S-B in lieu of the information required by Item 1 of Alternative 2.

G. Canadian Issuer — Consent of Service

Canadian issuers eligible to use this Form should file as an exhibit to this registration statement a written irrevocable consent and power of attorney on Form F-X (§239.42 of this title).

H. Registration of Additional Securities

With respect to the registration of additional securities for an offering pursuant to Rule 462(b) under the Securities Act, the registrant may file a registration statement consisting only of the following: the facing page; a statement that the contents of the earlier registration statement, identified by file number, are incorporated by reference; required opinions and consents; the signature page; and any price-related information omitted from the earlier registration statement in reliance on Rule 430A that the registrant chooses to include in the new registration statement. The information contained in such a Rule 462(b) registration statement shall be deemed to be a part of the earlier registration statement as of the date of effectiveness of the Rule 462(b) registration statement. Any opinion or consent required in the Rule 462(b) registration statement may be incorporated by reference from the earlier registration statement with respect to the offering, if: (i) such opinion or consent expressly provides for such incorporation; and (ii) such opinion relates to the securities registered pursuant to Rule 462(b). See Rule 411(c) and Rule 439(b) under the Securities Act.

PART I—NARRATIVE INFORMATION REQUIRED IN PROSPECTUS

Alternative 1

Corporate issuers may elect to furnish the information required by Model A of Form 1-A, as well as the following information.

Item 1. Inside Front and Outside Back Cover Pages of Prospectus.

Furnish the information required by Item 502 of Regulation S-B.

Item 2. Significant Parties

List the full names and business and residential addresses, as applicable, for the following persons:

- (1) the issuer's directors;
- (2) the issuer's officers;
- (3) the issuer's general partners;
- (4) record owners of 5 percent or more of any class of the issuer's equity securities;
- (5) beneficial owners of 5 percent or more of any class of the issuer's equity securities;
- (6) promoters of the issuer;
- (7) affiliates of the issuer;
- (8) counsel to the issuer with respect to the proposed offering;
- (9) each underwriter with respect to the proposed offering;

- (10) the underwriter's directors;
- (11) the underwriter's officers;
- (12) the underwriter's general partners; and
- (13) counsel to the underwriter.

Item 3. Relationship with Issuer of Experts Named in Registration Statement

Furnish the information required by Item 509 of Regulation S-B, if applicable.

Item 4. Selling Security Holders.

Furnish the information required by Item 507 of Regulation S-B, if applicable.

Item 5. Changes in and Disagreements with Accountants.

Furnish the information required by Item 304 of Regulation S-B, if applicable.

Item 6. Disclosure of Commission position on Indemnification for Securities Act Liabilities.

Furnish the information required by Item 510 of Regulation S-B.

Alternative 2

Any issuer may elect to furnish the information required by Model B of Part II of Form 1-A, as well as the following information.

Item 1. Inside Front and Outside Back Cover Pages of Prospectus.

Furnish the information required by Item 502 of Regulation S-B.

Item 2. Significant Parties

List the full names and business and residential addresses, as applicable, for the following persons:

- (1) the issuer's directors;
- (2) the issuer's officers;
- (3) the issuer's general partners;
- (4) record owners of 5 percent or more of any class of the issuer's equity securities;
- (5) beneficial owners of 5 percent or more of any class of the issuer's equity securities;
- (6) promoters of the issuer;
- (7) affiliates of the issuer;
- (8) counsel to the issuer with respect to the proposed offering;
- (9) each underwriter with respect to the proposed offering;
- (10) the underwriter's directors;
- (11) the underwriter's officers;
- (12) the underwriter's general partners; and
- (13) counsel to the underwriter.

Item 3. Relationship with Issuer of Experts Named in Registration Statement

Furnish the information required by Item 509 of Regulation S-B, if applicable.

Item 4. Legal Proceedings

Furnish the information required by Item 103 of Regulation S-B.

Item 5. Changes in and Disagreements with Accountants.

Furnish the information required by Item 304 of Regulation S-B, if applicable.

Item 6. Disclosure of Commission position on Indemnification for Securities Act Liabilities.

Furnish the information required by Item 510 of Regulation S-B.

PART F/S—FINANCIAL INFORMATION REQUIRED IN PROSPECTUS

Furnish the information required by Item 310 of Regulation S-B.

PART II—INFORMATION NOT REQUIRED IN PROSPECTUS

Item 1. Indemnification of Directors and Officers.

Furnish the information required by Item 702 of Regulation S-B.

Item 2. Other Expenses of Issuance and Distribution.

Furnish the information required by Item 511 of Regulation S-B.

Item 3. Undertakings.

Furnish the undertakings required by Item 512 of Regulation S-B.

Item 4. Unregistered Securities Issued or Sold Within One Year

- (a) As to any unregistered securities issued by the issuer or any of its predecessors or affiliated issuers within one year prior to the filing of this Form SB-1, state:
- (1) the name of such issuer;
 - (2) the title and amount of securities issued;
 - (3) the aggregate offering price or other consideration for which they were issued and the basis for computing the amount thereof;
 - (4) the names and identities of the persons to whom the securities were issued.
- (b) As to any unregistered securities of the issuer or any of its predecessors or affiliated issuers which were sold within one year prior to the filing of this Form SB-1 by or for the account of any person who at the time was a director, officer, promoter or principal security holder of the issuer of such securities, or was an underwriter of any securities of such issuer, furnish the information specified in subsections (1) through (4) of paragraph (a).
- (c) Indicate the section of the Securities Act or Commission rule or regulation relied upon for exemption from the registration requirements of such Act and state briefly the facts relied upon for such exemption.

Item 5. Index to Exhibits

- (a) An index to the exhibits should be presented.
- (b) Each exhibit should be listed in the exhibit index according to the number assigned to it in Part III of Form 1-A or Item 6, below.

- (c) The index to exhibits should identify the location of the exhibit under the sequential page numbering system for this Form SB-1.
- (d) Where exhibits are incorporated by reference, the reference shall be made in the index of exhibits.

Instructions:

- 1. Any document or part thereof filed with the Commission pursuant to any Act administered by the Commission may, subject to the limitations of Rule 24 of the Commission's Rules of Practice, be incorporated by reference as an exhibit to any registration statement.
- 2. If any modification has occurred in the text of any document incorporated by reference since the filing thereof, the issuer shall file with the reference a statement containing the text of such modification and the date thereof.
- 3. Procedurally, the techniques specified in Rule 411(d) of Regulation C shall be followed.

Item 6. Description of Exhibits

As appropriate, the issuer should file as exhibits those documents required to be filed under Part III of Form 1-A. Part III of Form 1-A lists 10 exhibits. The registrant also shall file:

- (11) *Opinion re legality* — An opinion of counsel as to the legality of the securities covered by the Registration Statement, indicating whether they will, when sold, be legally issued, fully paid and non-assessable, and if debt securities, whether they will be binding obligations of the issuer.
- (12) *Additional exhibits* — Any additional exhibits which the issuer may wish to file, which shall be so marked as to indicate clearly the subject matters to which they refer.
- (13) *Form F-X* — Canadian issuers shall file a written irrevocable consent and power of attorney on Form F-X.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-1 and authorized this registration statement to be signed on its behalf by the undersigned, in the City of _____, State of _____, on _____, 20_____.

(Registrant) _____

By (Signature and Title) _____

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated.

(Signature) _____

(Title) _____

(Date) _____

Instructions for signatures.

- (1) Who must sign: the small business issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least the majority of the board of directors or persons performing similar functions. If the issuer is a limited partnership then the general partner and a majority of its board of directors if a corporation.
- (2) Beneath each signature, type or print the name of each signatory. Any person who occupies more than one of the specified positions shall indicate each capacity in which he or she signs the registration statement. *See* Rule 402 of Regulation C concerning manual signatures and Item 601 of Regulation S-B concerning signatures by powers of attorney.